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*Attorneys for Defendants*

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

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MANCHESTER INC., NICE CARS FUNDING, :  
LLC, NICE CARS ACCEPTANCE :  
ACQUISITIONCO, INC. AND NICE CARS : 07 CIV 8659 (LTS)  
OPERATIONS ACQUISITIONCO, INC., :  
:  
Plaintiffs, :  
:  
- against - : AFFIDAVIT OF ROBERT LYLE  
RAY LYLE, VICTORIA LYLE, GINGER :  
BOND, RAY LYLE II, ROBERT LYLE, AND :  
LEEDOM & ASSOCIATES :  
Defendants. :  
-----x

STATE OF GEORGIA )  
ss:  
COUNTY OF CATOOSA )

Robert Lyle, being duly sworn, deposes and says:

1. I am the son of defendants Raymond and Victoria Lyle and I submit this affidavit in support of Defendants' Motion to Dismiss the Second Amended Complaint on the ground that, among other things, the Court lacks personal jurisdiction over me and my brother Ray Lyle, II and sister Ginger Bond.

2. I am a resident of Georgia. I have never lived in New York nor have I ever owned real property in New York.

3. I was personally served with the Amended Complaint in Georgia. I do not have an agent appointed for service of process in New York.

4. I am the former General Manager of Nice Cars, Inc., a company located in Georgia. Nice Cars, Inc. and its affiliate were sold by my parents to plaintiff Manchester, Inc. pursuant to two share purchase and exchange agreements dated October 4, 2006 (the "Purchase Agreements"). I am not a party to the Purchase Agreements and thus I have not consented to the jurisdiction of this Court through the jurisdiction provisions of the Purchase Agreements.

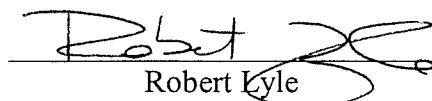
5. I have never been an officer, director or shareholder of Nice Cars.

6. I have never conducted or transacted business in New York either on behalf of myself or any other person or entity.

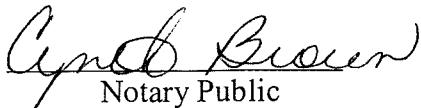
7. I have never committed a tort in New York or outside New York causing injury in New York.

8. I do not maintain bank accounts in New York.

9. I do not advertise in New York.

  
Robert Lyle

Sworn to before me this  
15 day of January, 2008.

  
Cindy Busen  
Notary Public

  
My Commission Expires March 29, 2009